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6/15/86
10.00
CC Washington, D. C.

RECORDATION 13324/B Filed 1425

JUN 5 1986 - 2 10 PM

June 3, 1986

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Constitution Avenue at 12th Street, N.W.
Washington, D.C. 20023

Attention: Ms. Mildred Lee, Room 2303

Re: Equipment Lease dated as of November 12,
1981, naming Potomac Leasing Corporation
as lessor and Richmond Leasing Company as
lessee - Recordation No. 13324

Dear Ms. Lee:

Enclosed for recordation pursuant to Section 11303 of
Title 49 of the United States Code are the original and one
copy of an assignment dated as of April 30, 1986. The
primary document to which this assignment relates is the
equipment lease referenced above.

The names and addresses of the parties to the assignment
are as follows:

- (a) Assignor: Chemcredit, Inc.
110 East 59th Street
New York, New York 10022
- (b) Assignee: Chemcredit, Inc.
110 East 59th Street
New York, New York 10022

Pursuant to the assignment, Chemcredit, Inc., as the
secured party to a security agreement bearing the Recordation
No. 13325, assigned all right, title, interest, claims and
demands of the lessor, in, to and under the equipment lease

referenced above, to Chemcredit, as purchaser, except and excluding therefrom the lessor's rights against Richmond Leasing Company, as lessee, under Sections 8, 12 and 15 of the equipment lease.

The equipment covered by this assignment includes the following:

One Hundred Seven (107) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

DR 10193 through DR 10270, KBSR 500015 through KBSR 500019, KBSR 500119 through KBSR 500121, RTMX 8586 through RTMX 8594, RTMX 8596 through RTMX 8607.

The AAR mechanical designation for the equipment is LO.

Please record the assignment and, in doing so, assign to it the same recordation number assigned to the equipment lease referred to herein. Please cross-index the assignment as well.

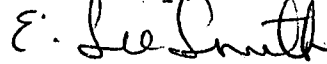
A short summary of the assignment to be included in the appropriate index follows:

Assignment from Chemcredit, Inc. (secured party) to Chemcredit, Inc. (purchaser), 110 East 59th Street, New York, New York 10022, dated as of April 30, 1986, of rights under the equipment lease bearing Recordation No. 13324.

The \$10.00 filing fee is included in the enclosed check for \$180.00, the combined recording fee for the 18 related documents enclosed herewith. Please return the original assignment and any copies not needed for recordation purposes to Zalkin, Rodin & Goodman, 750 Third Avenue, New York, New York 10017, (212) 682-6900, Attention: E. Lee Smith. In addition, please stamp the enclosed copy of this transmittal letter with your recording stamp and return the stamped copy to me.

Thank you for your assistance.

Sincerely,



E. Lee Smith

ELS:ab
Enclosure

RECORDATION F.D. 132418 Filed 1425

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ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that CHEMCREDIT, INC. ("Chemcredit"), a New York corporation, in its capacity as the secured party (the "Secured Party") under a Security Agreement, dated as of November 12, 1981, naming Potomac Leasing Corporation, a Delaware corporation, as debtor (the "Debtor"), for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration, to it in hand paid, at or before the execution and delivery of these presents, by CHEMCREDIT, INC., a New York corporation (the "Purchaser"), receipt of which is hereby acknowledged, has assigned, and by these presents does grant and convey unto the Purchaser, its successors and assigns, all right, title, interest, claims and demands of the Debtor, as Lessor, in, to and under a certain equipment lease dated as of November 12, 1981 (the "Lease") between Debtor, as Lessor, and Richmond Leasing Company, as Lessee, and all rents and other sums due or to become due thereunder (collectively the "Contract Rights and Personal Property"), including any and all extensions or renewals of the term of the Lease insofar as the same cover or relate to the equipment described in the annexed Exhibit A, except and excluding therefrom rights

of the Debtor against the Lessee under Sections 8, 12 or 15 of the Lease for taxes, impositions, loss or liability suffered or incurred by the Debtor, to hold the same absolutely free of the Secured Party's security interest and all security interests subordinate thereto.

TO HAVE AND TO HOLD the said Contract Rights and Personal Property unto the Purchaser, its successors and assigns, to and for its own use and benefit forever.

IN WITNESS WHEREOF Chemcredit has caused these presents to be executed as of the 30th day of April, 1986.

CHEMCREDIT, INC.

By

Title

John J. Deane
Vice President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 30th day of April, 1986, before me personally appeared Dieter Boshme to me personally known, who being by me duly sworn, says that he is the VP of Chemcredit Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen M. Wells
Notary Public

KATHLEEN M. WELLS
Notary Public, State of New York
No. 31-4616764
Qualified in New York County
Commission Expires March 30, 1987

EXHIBIT A

DESCRIPTION OF EQUIPMENT

107 100-ton, 4750 cubic foot triple gate covered hopper cars equipped with gravity discharge gates and fiber-glass covers manufactured by Richmond Tank Car Company as follows:

Reporting Marks and Nos.

DR 10193	DR 10237
DR 10194	DR 10238
DR 10195	DR 10239
DR 10196	DR 10240
DR 10197	DR 10241
DR 10198	DR 10242
DR 10199	DR 10243
DR 10200	DR 10244
DR 10201	DR 10245
DR 10202	DR 10246
DR 10203	DR 10247
DR 10204	DR 10248
DR 10205	DR 10249
DR 10206	DR 10250
DR 10207	DR 10251
DR 10208	DR 10252
DR 10209	DR 10253
DR 10210	DR 10254
DR 10211	DR 10255
DR 10212	DR 10256
DR 10213	DR 10257
DR 10214	DR 10258
DR 10215	DR 10259
DR 10216	DR 10260
DR 10217	DR 10261
DR 10218	DR 10262
DR 10219	DR 10263
DR 10220	DR 10264
DR 10221	DR 10265
DR 10222	DR 10266
DR 10223	DR 10267
DR 10224	DR 10268
DR 10225	DR 10269
DR 10226	DR 10270
DR 10227	KBSR 500015
DR 10228	KBSR 500016
DR 10229	KBSR 500017
DR 10230	KBSR 500018
DR 10231	KBSR 500019
DR 10232	KBSR 500119
DR 10233	KBSR 500120
DR 10234	KBSR 500121
DR 10235	RTMX 8586
DR 10236	

Reporting Marks and Nos.

RTMX 8587
RTMX 8588
RTMX 8589
RTMX 8590
RTMX 8591
RTMX 8592
RTMX 8593
RTMX 8594
RTMX 8596
RTMX 8597
RTMX 8598
RTMX 8599
RTMX 8600
RTMX 8601
RTMX 8602
RTMX 8603
RTMX 8604
RTMX 8605
RTMX 8606
RTMX 8607